

Essent Group Ltd.
Form 4
November 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PBRA (CAYMAN) Co

2. Issuer Name and Ticker or Trading Symbol
Essent Group Ltd. [ESNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O PINE BROOK ROAD
PARTNERS LLC, 60 EAST 42ND
STREET, 50TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10165

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares, par value \$0.015	11/05/2013		C	11,563,295	A (2) 11,563,295	D (3)	
Common Shares, par value \$0.015	11/05/2013		C	15,097,726	A (2) 15,097,726	I	See footnotes (1) (4)
Common Shares, par value	11/05/2013		P	500,000	A \$ 17 (5) 12,063,295	D (3)	

\$0.015

Common Shares, par value \$0.015	11/05/2013	P	500,000	A	\$ <u>17</u> (5)	15,597,726	I	See footnotes (1) (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Common Shares	(2)	11/05/2013		C	8,398,379	(2) (2)	Common Shares 11,563,
Class A Common Shares	(2)	11/05/2013		C	10,954,277	(2) (2)	Common Shares 15,097,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PBRA (CAYMAN) Co C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks
Essent Intermediate, L.P. C/O PINE BROOK ROAD PARTNERS LLC 60 EAST 42ND STREET, 50TH FLOOR NEW YORK, NY 10165		X		See Remarks

Signatures

PBRA (Cayman) Company By: /s/ Joseph Gantz Name: Joseph Gantz Title:
Director

11/05/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is being filed on behalf of PRBA (Cayman) Company, a Cayman Islands exempted company ("PRBA") and Essent Intermediate, L.P., a Cayman Islands exempted limited partnership ("Essent Intermediate") (collectively, the "Reporting Persons"). PRBA is the general partner of Essent Intermediate and Pine Brook Essent Co-Invest, L.P., a Cayman Islands exempted limited partnership ("Essent Co-Invest" and, together with Essent Intermediate, the "PB Entities"). PBRA may be deemed to indirectly beneficially own shares held by the PB Entities and disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein. Essent Intermediate disclaims beneficial ownership of all shares reported herein except those reported as held directly by it.
- (1) The Class A Common Shares automatically converted into Common Shares, par value \$0.015 per share, after giving effect to the 2 for 3 share split, immediately prior to the consummation of the issuer's initial public offering.
 - (2) Represents Common Shares held directly by Essent Intermediate.
 - (3) Represents Common Shares held directly by Essent Intermediate and Essent Co-Invest.
 - (4) Essent Intermediate purchased in the issuer's initial public offering 500,000 Common Shares at the same price as the price to the public.

Remarks:

Exhibit List: Exhibit 99.1 - Joint Filers' Information and Signatures Solely for purposes of Section 16 of the Exchange Act, the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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